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UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

Form 6-K

REPORT OF FOREIGN PRIVATE ISSUER PURSUANT TO RULE 13a-16 OR 15d-16  
UNDER THE SECURITIES EXCHANGE ACT OF 1934

For the month of October, 2021.

Commission File Number: 333-253466

**Ayr Wellness Inc.**

(Exact Name of Registrant as Specified in Charter)

**199 Bay Street, Suite 5300, Toronto, Ontario, M5L 1B9, Canada**

(Address of principal executive offices)

Indicate by check mark whether the registrant files or will file annual reports under cover Form 20-F or Form 40-F.

Form 20-F  Form 40-F

Indicate by check mark if the registrant is submitting the Form 6-K in paper as permitted by Regulation S-T Rule 101(b)(1): \_\_\_\_\_

**Note:** Regulation S-T Rule 101(b)(1) only permits the submission in paper of a Form 6-K if submitted solely to provide an attached annual report to security holders.

Indicate by check mark if the registrant is submitting the Form 6-K in paper as permitted by Regulation S-T Rule 101(b)(7): \_\_\_\_\_

**Note:** Regulation S-T Rule 101(b)(7) only permits the submission in paper of a Form 6-K if submitted to furnish a report or other document that the registrant foreign private issuer must furnish and make public under the laws of the jurisdiction in which the registrant is incorporated, domiciled or legally organized (the registrant's "home country"), or under the rules of the home country exchange on which the registrant's securities are traded, as long as the report or other document is not a press release, is not required to be and has not been distributed to the registrant's security holders, and, if discussing a material event, has already been the subject of a Form 6-K submission or other Commission filing on EDGAR.

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**SIGNATURE**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

**AYR WELLNESS INC.**  
(Registrant)

Date: October 4, 2021

By: /s/ Brad Asher  
Name: Brad Asher  
Title: Chief Financial Officer

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**EXHIBIT INDEX**

[99.1](#) [News Release dated October 1, 2021](#)  
[99.2](#) [News Release dated October 4, 2021](#)

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### Ayr Wellness Inc. Announces Commencement of Noteholder Consent Solicitation

MIAMI, FL – October 1, 2021 – Ayr Wellness Inc. (CSE: AYR.A, OTC: AYRWF) (“Ayr” or the “Company”), a leading vertically integrated cannabis multi-state operator, today announced that it has called for a meeting (the “Meeting”) of holders (“Noteholders”) of its 12.5% senior secured notes due 2024 (the “Notes”), and commenced the solicitation of consents and proxies (the “Consent Solicitation”), to consider an amendment to the trust indenture governing the Notes.

The Meeting is scheduled to be held as a virtual-only meeting on October 26, 2021 at 11:00 a.m. (Toronto time), and the record date for determining Noteholders entitled to vote at the Meeting has been set as 5:00 p.m. (Toronto time) on September 28, 2021. If Noteholders representing at least a majority of the principal amount of the outstanding Notes deliver valid consents in favor of the proposed amendment by 4:00 p.m. (Toronto time) on October 18, 2021 (the “Consent Deadline”), the ordinary resolution approving the proposed amendments will have been passed and the Meeting is expected to be cancelled. The Company may extend the Consent Deadline at its discretion.

The proposed amendment is described in the joint notice of meeting and consent solicitation statement and accompanying management information circular (the “Circular”), which will be filed on SEDAR. Noteholders are urged to read and carefully consider the information contained in the Circular. As described in the Circular, Noteholders who respond to the Consent Solicitation and provide consent are eligible to receive a consent fee of US\$0.25 for each \$1,000 principal amount of Notes, subject to receipt of the necessary consents to approve the proposed amendments.

The Company has also retained Carson Proxy Advisors as Information Agent and Odyssey Trust Company as Tabulation Agent in connection with the Consent Solicitation and Meeting. Questions concerning the Meeting and Consent Solicitation, or requests for assistance in participating in the Meeting or Consent Solicitation, should be directed by telephone to Carson Proxy Advisors at 1-800-530-5189 (collect 416-751-2066) or by email at [info@carsonproxy.com](mailto:info@carsonproxy.com) or to Odyssey Trust Company by telephone: 1-888-290-1175 or by email at [corptrust@odysseytrust.com](mailto:corptrust@odysseytrust.com).

#### About Ayr Wellness

Ayr is an expanding vertically integrated, U.S. multi-state cannabis operator, focused on delivering the highest quality cannabis products and customer experience throughout its footprint. Based on the belief that everything starts with the quality of the plant, the Company is focused on superior cultivation to grow superior branded cannabis products. Ayr strives to enrich consumers’ experience every day through the wellness and wonder of cannabis.

Ayr’s leadership team brings proven expertise in growing successful businesses through disciplined operational and financial management, and is committed to driving positive impact for customers, employees and the communities they touch. For more information, please visit [www.ayrwellness.com](http://www.ayrwellness.com).

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## Ayr Wellness Closes Acquisitions of PA Natural Medicine, LLC; Provides Update on Warrant Acceleration

*Adds Three Dispensaries to Ayr's PA Footprint*

**MIAMI, October 4, 2021**—Ayr Wellness Inc. (CSE: AYR.A, OTCQX: AYRWF) (“Ayr” or the “Company”), a vertically-integrated cannabis multi-state operator (MSO), today announced it has closed, through a wholly owned subsidiary, on the purchase of 100% of the membership interests of PA Natural Medicine, LLC (“PA Natural”) an operator of three licensed retail dispensaries, deepening Ayr’s presence in the rapidly growing medical market in the Commonwealth of Pennsylvania.

The acquisition of PA Natural adds key dispensary locations in central PA, including the college towns of Bloomsburg and State College, as well as Selinsgrove. In keeping with the Company’s retail strategy, the stores will be rebranded to “Ayr” from the existing “Nature’s Medicine” banner by year-end.

“We are excited to expand our retail presence in Pennsylvania, where we’ve generated great momentum since entering the market earlier this year, in terms of the excellent reception we’ve received for both our dispensaries and our Ayr-grown premium flower. With six stores now open and two additional dispensary openings anticipated by year-end, and one of the largest cultivation and production footprints in the state, we expect Pennsylvania to be a major contributor to our growth in 2022 and beyond,” said Jonathan Sandelman, Ayr Wellness Founder, Chairman and CEO.

The terms of the transaction include upfront consideration of \$80 million, made up of \$20 million in stock, \$25 million in seller notes and \$35 million in cash. An earn-out based on 2021 Adjusted EBITDA, is payable in Q1 2022.

**Update on accelerated warrant exercise and expiry:** The Company’s trustee, Odyssey Trust, is making final determinations in connection with the warrant exercises ahead of the accelerated expiry effective September 30, 2021. The Company estimates over 90% of the expiring warrant holders chose to exercise for cash. As a result, Ayr expects approximately US\$50 million in cash to be added to its balance sheet. A final update will be provided by the Company in the near future.

### Forward-Looking Statements

Certain information contained in this news release may be forward-looking statements within the meaning of applicable securities laws. Forward-looking statements are often, but not always, identified by the use of words such as “target”, “expect”, “anticipate”, “believe”, “foresee”, “could”, “would”, “estimate”, “goal”, “outlook”, “intend”, “plan”, “seek”, “will”, “may”, “tracking”, “pacing” and “should” and similar expressions or words suggesting future outcomes. This news release includes forward-looking information and statements pertaining to, among other things, Ayr’s future growth plans. Numerous risks and uncertainties could cause the actual events and results to differ materially from the estimates, beliefs and assumptions expressed or implied in the forward-looking statements, including, but not limited to: anticipated strategic, operational and competitive benefits may not be realized; events or series of events, including in connection with COVID-19, may cause business interruptions; required regulatory approvals may not be obtained; acquisitions may not be able to be completed on satisfactory terms or at all or may not be successful; and Ayr may not be able to raise additional debt or equity capital. Among other things, Ayr has assumed that its businesses will operate as anticipated, that it will be able to complete acquisitions on reasonable terms, and that all required regulatory approvals will be obtained on satisfactory terms and within expected time frames.



Estimates and assumptions involve known and unknown risks and uncertainties that may cause actual results to differ materially. While Ayr believes there is a reasonable basis for these assumptions, such estimates may not be met. These estimates represent forward-looking information. Actual results may vary and differ materially from the estimates.

### Adjusted EBITDA

“Adjusted EBITDA” is a non-GAAP measure that has no standardized meaning and may not be similar to how other companies use the term. It represents income (loss) from operations, as reported, before interest and tax, adjusted to exclude non-recurring items, other non-cash items, including stock-based compensation expense, depreciation and amortization, and further adjusted to remove acquisition related costs.

A reconciliation of how Ayr calculates Adjusted EBITDA is provided in our MD&A for the three months ended June 30, 2021.

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